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(formerly known as China LotSynergy Holdings Limited 華彩控股有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1371)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of China Ecotourism Group Limited (formerly known as China LotSynergy Holdings Limited) (the “**Company**”) will be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Monday, 10 May 2021 at 11:00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions. Words and expressions that are not expressly defined in this notice of SGM shall bear the same meaning as those defined in the circular of the Company dated Wednesday, 14 April 2021 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the satisfaction of all conditions as set out in the paragraph headed “Conditions of the Rights Issue” in the letter from the board of the Circular:
 - (a) the issue by way of rights issue (the “**Rights Issue**”) of not more than such number of new shares (the “**Rights Shares**” and each a “**Rights Share**”) representing twice the total number of issued shares in the nominal value of HK\$0.025 each in the capital of the Company (the “**Shares**”) on Thursday, 20 May 2021 or such other date as may be determined and announced by the Company as the record date for the determination of the provisional entitlements of the Shareholders under the Rights Issue (the “**Record Date**”) at a subscription price of HK\$0.10 per Rights Share to the shareholders of the Company (the “**Shareholders**”) whose names shall appear on the register of members of the Company, as at 5:00 p.m. on the Record Date excluding those Shareholders whose addresses as shown on the register of members of the Company are outside Hong Kong whom the directors of the Company (the “**Directors**”), after making relevant enquiries, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place (the “**Non-Qualifying Shareholders**”) on the basis of two (2) Rights Shares for every one (1) existing Share then held on the Record Date be and is hereby approved;

- (b) the Directors be and are hereby authorised to exercise the powers of the Company to allot and issue the Rights Shares pursuant to and in connection with the Rights Issue in particular, (i) the Rights Shares may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the bye-laws of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and (ii) the Rights Shares which would otherwise have been made available for application by the Qualifying Shareholders or the Non-Qualifying Shareholders (as the case may be) will be made available for subscription under excess application forms for excess Rights Shares; and
- (c) any Director be and is hereby authorised to do all such acts and things, to sign and execute all such documents and to take such steps as he/she may, in his/her absolute discretion, consider necessary, appropriate, desirable or expedient to implement or to give effect to or in connection with the Rights Issue and the transactions contemplated under the Rights Issue.”

2. **“THAT:**

- (a) the placing agreement dated 16 February 2021 (the **“Placing Agreement”**) (a copy of which, signed by the chairperson of the SGM for the purposes of identification, has been produced to the SGM marked **“A”**) entered into between the Company (as issuer) and Cornerstone Securities Limited (the **“Placing Agent”**) in relation to the best effort placing (the **“Placing”**) by the Placing Agent of such number of Shares as is equivalent to the number of unsubscribed Rights Share(s) not taken up by Qualifying Shareholder(s) or renouncee(s) or transferee(s) of nil-paid rights whether under PAL(s) or EAF(s) during the offer period of the Rights Issue (the **“Placing Shares”**) at the placing price of HK\$0.10 per Placing Share, and all transactions contemplated under, and all other matters of, and incidental to, and in connection with, the Placing Agreement be and are hereby approved, confirmed and ratified in all respects;
- (b) subject to and conditional upon the satisfaction of all conditions of the Placing Agreement, the Directors be and are hereby granted a specific mandate (the **“Specific Mandate”**) to exercise the powers of the Company to allot and issue the Placing Shares pursuant to the terms and conditions of the Placing Agreement, such Placing Shares ranking pari passu amongst themselves and with all other fully paid Shares in issue as at the date of allotment and issue of the Placing Shares in all respects and such Specific Mandate being in addition to and not prejudicing or revoking any other general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company; and

- (c) any Director be and is hereby authorised to do all such acts or things, to sign and execute all such documents, and to take such steps as he/she may, in his/her absolute discretion, consider necessary, appropriate, desirable or expedient to implement or to give effect to or in connection with the Placing Agreement and the transactions contemplated under the Placing Agreement, and to agree to such variation, amendments or waiver of matters relating to the Placing Agreement as are, in the opinion of the Director(s), in the interests of the Company.”

3. **“THAT:**

- (a) the deed of set-off dated 29 January 2021, as amended and supplemented by the supplemental deed to the aforesaid deed of set-off dated 16 February 2021 (collectively, the **“Set-Off Deed”**) (copies of which, signed by the chairperson of the SGM for the purposes of identification, have been produced to the SGM marked **“B”**) entered into among the Company, China LotSynergy Limited (華彩資源有限公司) (the **“Borrower”**) and Ms. Lau Ting (**“Ms. Lau”**), and all transactions contemplated under, and all other matters of, and incidental to, and in connection with, the Set-Off Deed, be and are hereby approved, confirmed and/or ratified in all respects; and
- (b) any Director be and is hereby authorised to do all such acts or things, to sign and execute all such documents, and to take such steps as he/she may, in his/her absolute discretion, consider necessary, appropriate, desirable or expedient to implement or to give effect to or in connection with the set-off and the transactions contemplated under the Set-Off Deed.”

4. **“THAT:**

- (a) the authorised share capital of the Company be increased from HK\$40,000,000 divided into 1,600,000,000 Shares of HK\$0.025 each to HK\$125,000,000 divided into 5,000,000,000 Shares of HK\$0.025 each by the creation of 3,400,000,000 additional Shares (the **“Increase in Authorised Share Capital”**); and
- (b) any one Director be and is hereby authorised to do all such acts or things, to sign and execute all such documents, and to take such steps as he/she may, in his/her absolute discretion, consider necessary, appropriate, desirable or expedient to implement or to give effect to or in connection with the Increase in Authorised Share Capital and all other matters incidental to, and in connection with, the Increase in Authorised Share Capital.”

SPECIAL RESOLUTION

5. “**THAT:**

- (a) subject to and conditional upon the granting of a waiver (the “**Whitewash Waiver**”) to Ms. Lau by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code and any conditions that may be imposed thereon, the waiver of any obligation on the part of Ms. Lau to make a mandatory general offer to the Shareholders under Rule 26 of the Takeovers Code for all issued securities of the Company not already owned or agreed to be acquired by Ms. Lau and any parties acting in concert with her which may be triggered as a result of the acceptance in full by, and allotment to, her of the Rights Shares pursuant to the irrevocable undertaking given by her in favour of the Company and the terms of the Rights Issue be and is hereby approved; and
- (b) any Director be and is hereby authorised to do all such acts or things, to sign and execute all such documents, and to take such steps as he/she may, in his/her absolute discretion, consider necessary, appropriate, desirable or expedient to implement or to give effect to or in connection with the Whitewash Waiver.”

Yours faithfully,
For and on behalf of the Board
China Ecotourism Group Limited
CHAN Tan Na, Donna
Chairperson

Hong Kong, 14 April 2021

Notes:

- 1. All resolutions will be put to vote at the SGM by way of poll.
- 2. A Shareholder who is the holder of two or more Shares and who is entitled to attend and vote at the SGM is entitled to appoint more than one proxy to attend and vote instead of him/her/it. A proxy need not be a Shareholder. In the event that a Shareholder appoints more than one proxy, on a show of hands, all such proxies shall collectively have one vote unless otherwise provided for in the new bye-laws of the Company.
- 3. If two or more persons are joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the Share.
- 4. A form of proxy for use at the SGM is enclosed. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof must be deposited at the principal place of business of the Company at Unit 3308, 33/F., Office Tower, Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong or the office of the Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and, in any event, not less than 48 hours (i.e. 11:00 a.m. on Saturday, 8 May 2021 (Hong Kong time)) before the time appointed for the holding of the SGM or any adjournment of that meeting (as the case may be). Completion and deposit of the form of proxy will not preclude a Shareholder from attending and voting in person at the SGM or any adjournment of that meeting (as the case may be).

In view of the ongoing novel coronavirus pneumonia 2019 (COVID-19) pandemic, the Company strongly recommends Shareholders exercise their voting rights by appointing the chairperson of the SGM as their proxy to vote on the relevant resolutions at the SGM as an alternative to attending the SGM in person.

5. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 4 May 2021 to Monday, 10 May 2021 (both dates inclusive), during which no transfer of the Shares may be registered. In order for the transferees to be registered as members of the Company by 5:00 p.m. on the record date for attending and voting at the SGM, all transfers of Shares (together with the relevant share certificates and instruments of transfer) must be lodged with the Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, by 4:30 p.m. on Monday, 3 May 2021.

PRECAUTIONARY MEASURES FOR THE SGM

In view of the ongoing novel coronavirus pneumonia 2019 (COVID-19) pandemic, to safeguard the health and safety of Shareholders and prevent the spread of the disease, the Company will implement the following measures at the SGM, including:

1. Compulsory temperature screening/checks and submission of health declaration form will be required of every attendee at the entrance of the SGM venue. Any person with a body temperature above 37.3 degrees Celsius or the reference point announced by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the SGM venue and requested to leave the SGM venue;
2. Every attendee will be required to wear a surgical face mask at the SGM venue and throughout the SGM and to sit at a distance from the other attendees. Please note that no surgical face masks will be provided at the SGM venue and attendees should bring and wear their own masks; and
3. No refreshment, drinks, corporate gifts or gift coupons will be provided to the attendees at the SGM.

To the extent permitted under law, the Company reserves the right to deny entry into the SGM venue or require any person to leave the SGM venue so as to ensure the health and safety of the other attendees at the SGM.

** For identification purposes only*

As at the Latest Practicable Date, the Board comprises Ms. CHAN Tan Na, Donna, Mr. WU Jingwei, Mr. LI Zi Kui and Ms. ZHU Xinxin as Executive Directors; and Mr. HUANG Shenglan, Mr. CHAN Ming Fai and Mr. CUI Shuming as Independent Non-Executive Directors.